

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

*(Mark One)*

- Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **March 31, 2009**.
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: **000-28731**

**SUNVESTA, INC.**

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of  
incorporation or organization)

**98-0211356**

(I.R.S. Employer  
Identification No.)

**Seestrasse 97, Oberrieden, Switzerland CH-8942**

(Address of principal executive offices) (Zip Code)

**011 41 43 388 40 60**

(Registrant's telephone number, including area code)

**n/a**

(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company as defined by Rule 12b-2 of the Exchange Act: Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

At May 13, 2009 the number of shares outstanding of the registrant's common stock, \$0.01 par value (the only class of voting stock), was 39,476,956.

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## **PART I – FINANCIAL INFORMATION**

### **ITEM 1. FINANCIAL STATEMENTS**

As used herein, the terms “Company,” “we,” “our,” “us,” “it,” and “its” refer to SunVesta, Inc., a Florida corporation, and its predecessors and subsidiaries, unless otherwise indicated. In the opinion of management, the accompanying unaudited, consolidated financial statements included in this Form 10-Q reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

SUNVESTA, INC.  
(A Development Stage Company)  
CONDENSED CONSOLIDATED BALANCE SHEETS

<u>ASSETS</u>	March 31, 2009 (Unaudited)	December 31, 2008 (Audited)
Current assets:		
Cash and cash equivalents	\$ 15,748	39,434
Prepaid expenses	11,484	6,766
Other assets	8,101	8,815
	<hr/>	<hr/>
Total current assets	35,333	55,015
Property and equipment, net	9,234,268	9,254,974
Deposits	1,681	1,810
	<hr/>	<hr/>
Total assets	\$ 9,271,282	9,311,799
	<hr/>	<hr/>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Current liabilities:		
Accounts payable	\$ 1,041,296	1,104,118
Accrued expenses	112,440	124,960
Note payable	532,830	595,668
Advances from related parties	2,330,206	2,402,812
	<hr/>	<hr/>
Total current liabilities	4,016,772	4,227,558
	<hr/>	<hr/>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.01 par value; 50,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$.01 par value; 200,000,000 shares authorized, 30,751,102 and 30,691,102 issued and outstanding, respectively.	307,511	306,911
Additional paid-in capital	13,775,809	13,731,409
Accumulated other comprehensive loss	(131,101)	(471,895)
Deferred stock compensation	(33,750)	-
Retained earnings prior to developmental stage	1,602	1,602
Deficit accumulated during the development stage	(8,665,561)	(8,483,786)
	<hr/>	<hr/>
Total stockholders' equity	5,254,510	5,084,241
	<hr/>	<hr/>
Total liabilities and stockholders' equity	\$ 9,271,282	9,311,799
	<hr/>	<hr/>

The accompanying notes are an integral part of these consolidated financial statements

SUNVESTA, INC.  
(A Development Stage Company)  
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
AND COMPREHENSIVE INCOME (LOSS)

	Three Months Ended		Cumulative Amounts
	March 31,		
	2009	2008	
Revenues, net	\$ -	-	-
Cost of revenues	-	-	-
Gross profit	-	-	-
Operating expenses:			
General and administrative expenses	139,987	355,192	7,088,115
Sales and marketing	60	1,414	257,938
	<u>140,047</u>	<u>356,606</u>	<u>7,346,053</u>
Loss from operations	<u>(140,047)</u>	<u>(356,606)</u>	<u>(7,346,053)</u>
Other income (expense):			
Loss on disposal of assets	(635)	(2,008)	(3,258)
Loss on sale of investments	-	-	(1,137,158)
Miscellaneous income	-	-	79,534
Interest income	-	161	66,881
Interest expense	(41,093)	(41,609)	(383,137)
Gain on cancellation of debt	-	-	57,630
	<u>(41,728)</u>	<u>(43,456)</u>	<u>(1,319,508)</u>
Loss before provision for income taxes	(181,775)	(400,062)	(8,665,561)
Provision for income taxes	-	-	-
Net loss	<u>\$ (181,775)</u>	<u>(400,062)</u>	<u>(8,665,561)</u>
Comprehensive income:			
Foreign currency translation net of taxes \$119,278, \$(283,911) and \$(45,885)	<u>221,516</u>	<u>(527,262)</u>	<u>(85,216)</u>
Comprehensive income (loss)	<u>\$ 39,741</u>	<u>(927,324)</u>	<u>(8,750,777)</u>
Loss per common share - basic and diluted	<u>\$ (0.01)</u>	<u>(0.01)</u>	
Weighted average common shares - basic and diluted	<u>30,728,435</u>	<u>28,831,254</u>	

The accompanying notes are an integral part of these consolidated financial statements

SUNVESTA, INC.  
(A Development Stage Company)  
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended		Cumulative Amounts
	March 31,		
	2009	2008	
<u>Cash Flows from operating activities:</u>			
Net loss	\$ (181,775)	(400,062)	(8,665,561)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	20,071	40,625	265,574
Stock compensation expense	11,250	-	73,519
Related party accrued interest	32,556	-	233,217
Loss on securities acquired as a deposit on stock	-	-	1,008,324
Loss on disposal of assets	635	2,008	3,258
Gain on cancellation of debt	-	-	(137,204)
(Increase) decrease in:			
Prepaid expenses	(4,718)	(63,601)	(11,484)
Other assets	714	6,877	(8,930)
Increase (decrease) in:			
Accounts payable	(62,822)	59,128	1,832,604
Accrued expenses	(12,520)	60	91,131
Net cash used in operating activities	<u>(196,609)</u>	<u>(354,965)</u>	<u>(5,315,552)</u>
<u>Cash flows from investing activities:</u>			
Proceeds from securities available-for-sale	-	-	1,740,381
Purchase of property and equipment	-	(96)	(9,710,607)
Deposits	129	(7,254)	(1,681)
Net cash provided by (used in) investing activities	<u>129</u>	<u>(7,350)</u>	<u>(7,971,907)</u>
<u>Cash flows from financing activities:</u>			
Net proceeds from deposit on stock	-	-	3,664,417
Advances from related parties	89,134	681,781	9,335,290
Increase in note payable	-	-	700,000
Decrease in notes payable	(22,032)	(109,421)	(185,696)
Net cash provided by financing activities	<u>67,102</u>	<u>572,360</u>	<u>13,514,011</u>
Effect of exchange rate changes	<u>105,692</u>	<u>(259,076)</u>	<u>(211,359)</u>
Net increase (decrease) in cash	(23,686)	(49,031)	15,193
Cash, beginning of period	<u>39,434</u>	<u>60,480</u>	<u>555</u>
Cash, end of period	<u>\$ 15,748</u>	<u>11,449</u>	<u>15,748</u>

The accompanying notes are an integral part of these consolidated financial statements

SUNVESTA, INC.  
(A Development Stage Company)  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2009

Note 1 – Organization and Basis of Presentation

The accompanying unaudited financial statements have been prepared by management in accordance with the instructions in Form 10-Q and, therefore, do not include all information and footnotes required by generally accepted accounting principles and should, therefore, be read in conjunction with the Company's Form 10-K. These statements do include all normal recurring adjustments which the Company believes necessary for a fair presentation of the statements. The interim results of operations are not necessarily indicative of the results to be expected for the full year ended December 31, 2009.

On August 27, 2007, SunVesta, Inc. (formerly OpenLimit, Inc.) (herein referred to as "SunVesta") acquired SunVesta Holding AG (herein "SunVesta AG") (collectively the "Company"). SunVesta AG has four wholly-owned subsidiaries Sunvesta Projects and Management AG, a Swiss Company; Rich Land Investments Limitada, a Costa Rican Company; Sunvesta Turistik Yatirim VE, a Turkish Company; and Sunvesta Costa Rica Marketing & Sales Ltda., a Costa Rican Company.

The acquisition was completed under a Securities Exchange Agreement and Plan of Exchange (the "Agreement") and the terms of the Agreement provide that SunVesta AG will be a wholly-owned subsidiary of SunVesta, and the stockholders of SunVesta AG received 21,000,000 (approximately 94% immediately after the transaction) shares of SunVesta common stock.

Because the shares issued in the acquisition of SunVesta AG represent control of the total shares of SunVesta's common stock issued and outstanding immediately following the acquisition, SunVesta AG is deemed for financial reporting purposes to have acquired SunVesta in a reverse acquisition. The business combination was accounted for as a recapitalization of SunVesta giving effect to the acquisition of 100% of the outstanding common shares of SunVesta AG.

Note 2 - Additional Footnotes Included By Reference

Except as indicated in the notes below, there have been no other material changes in the information disclosed in the notes to the financial statements included in the Company's Form 10-K for the year ended December 31, 2008. Therefore, those footnotes are included herein by reference.

Note 3 – Principles of Consolidation

The consolidated financial statements include the accounts of SunVesta and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

Note 4 - Going Concern

As shown in the accompanying financial statements, the Company has negative working capital, and has incurred net losses since inception. Management intends to seek additional capital from new equity securities offerings that will provide funds needed to increase liquidity, fund internal growth and fully implement its business plan. Management's plan also includes negotiations to convert significant portions of existing debt into equity.

SUNVESTA, INC.  
(A Development Stage Company)  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2009

Note 4 - Going Concern, continued

An estimated \$10 million is believed necessary to continue operations and increase development through the current and next fiscal year. The timing and amount of capital requirements will depend on a number of factors, including demand for products and services and the availability of opportunities for international expansion through affiliations and other business relationships. The Company currently has plans for a hotel in the Papagayo Gulf Tourism Project area of Costa Rica.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Note 5 – Property and Equipment

Property and equipment consists of the following:

	March 31, 2009 <u>(Unaudited)</u>	December 31, 2008 <u>(Audited)</u>
Land	\$ 7,000,000	7,000,000
IT equipment	172,644	173,279
Furniture and equipment	29,979	29,979
Leasehold improvements	66,617	66,617
Construction in-process (see Note 6)	<u>2,229,599</u>	<u>2,229,599</u>
	9,498,839	9,499,474
Less accumulated depreciation	<u>(264,571)</u>	<u>(244,500)</u>
	\$ <u>9,234,268</u>	<u>9,254,974</u>

Note 6 – Construction In-Process

The Company owns a land lot and a concession to build a hotel and apartments on the land lot situated in the Papagayo Gulf Tourism Project area of Costa Rica.

At March 31, 2009 the Company had incurred \$2,229,599 of costs (principally consisting of architectural plans and drawings) related to construction of a luxury hotel and resort on the grounds of the aforementioned Costa Rica land lot.

SUNVESTA, INC.  
(A Development Stage Company)  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2009

Note 7 – Note Payable

The Company's note payable consists of a note payable to Brues y Fernandez Construciones S.A. (ByF), a construction contractor (see Notes 6 and 9). The note is repayable in Euros and is collateralized by 10% of the common shares in Rich Land Investments Limitada and bears interest at 6%. The note requires repayment in March and June 2009. The note is currently in default.

Note 8 – Advances from Related Parties

Advances from related parties consist of unsecured due on demand advances as follows:

	March 31, 2009 <u>(Unaudited)</u>	December 31, 2008 <u>(Audited)</u>
Advance from Zypam Ltd., a shareholder of the Company. The advance requires an interest charge on funds advanced at 3% and is secured in part by a pledge of over 30% of the common shares in Richland Investments Limitada.	\$ 2,027,333	2,105,873
Advance from H. Rigendinger, a shareholder of the Company. The advance bears interest at 3% and has no specific repayment terms.	43,535	47,365
Advance from A. Oehler, a shareholder of the Company. The advance bears interest at 3%. The repayment terms of the advance are currently in default.	<u>26,121</u>	<u>28,419</u>
	2,096,989	2,181,657
Accrued interest on advances	<u>233,217</u>	<u>221,155</u>
	\$ <u>2,330,206</u>	<u>2,402,812</u>

The agreement with Zypam Ltd. also contains a subordination clause wherein all other Company creditors are entitled to a priority security interest over the Company's assets.

Note 9 – Construction Related Agreement

The Company executed an agreement with Brues y Fernandez Construciones S.A. (ByF), a construction contractor based in Madrid, Spain. Terms of the agreement stated that ByF and the Company will negotiate in good faith but on a non-binding basis the appointment of ByF as general contractor of a hotel on the land lot in the Papagayo Gulf Tourism Project area of Costa Rica (see Notes 6 and 7).

SUNVESTA, INC.  
(A Development Stage Company)  
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
March 31, 2009

Note 10 – Supplemental Cash Flow Information

During the three months ended March 31, 2009, the Company:

- Issued 60,000 shares of common stock related to deferred stock compensation valued at \$45,000.

Note 11 – Subsequent Events

During April 2009, the Company entered into a debt settlement agreement wherein 7,725,854 shares of common stock were issued in payment of \$2,317,756 of debt.

During May 2009, the Company entered into a subscription agreement for the sale of 1,000,000 shares of common stock at a price of \$0.30 per share.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this quarterly report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can be identified by words such as "anticipates," "expects," "believes," "plans," "predicts," and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this report. Our fiscal year end is December 31. All information presented herein is based on the three month period ended March 31, 2009.

### **Discussion and Analysis**

#### **General**

The Company intends to develop high-end luxury hotels and resorts in emerging tourist destinations that will combine traditional hotel operations with villas that will be sold within the framework of a fractional private residence club program. Members of that program will have international membership privileges.

We will concentrate initially on offering luxury hotel products located in attractive, top-class coastal vacation destinations in countries such as Costa Rica, Vietnam and Turkey that are fast emerging as popular tourist destinations. Building on the anticipated success of our initial offerings, we intend to extend our innovative program of private residence clubs and fractional ownership to traditional tourist destinations in order to attract business, sports, and shopping travelers. Ultimately, we intend to develop at least one exclusive luxury hotel and resort in the top vacation destination on each continent in addition to at least five world-class locations that will serve as city boutique and mountain resort hotels.

Our initial real estate development, the Papagayo Princess Resort & Spa Hotel, is to be constructed on 8.5 hectares of prime land located in Guanacaste, Costa Rica.

#### **Discussion and Analysis**

Our plan of operation for the coming year is to focus on the further development of our business model. We will require a minimum of \$10,000,000 in new funding over the next twelve months to progress the construction of the Papagayo Princess Resort & Spa Hotel and up to \$190,000,000 in funding by the time the development is completed. Although we are yet to secure any of this additional financing we are confident that these amounts will become available on a timely basis from debt or equity financings in the first instance until such time as we can begin the pre-sale of ownership interests in the project.

Our expected timeline to build and open the hotel is as follows:

- Receive the building permit in mid 2009;
- Receive a mortgage loan as soon as the project is permitted in mid 2009;
- Start selling fractional ownership in late 2009;
- Start construction in mid 2010; and
- End construction work by late 2011 or early 2012.

We intend to utilize traditional, existing third party distribution channels for selling fractional ownership interests and are now in the process of identifying experienced business-partners with a proven record of sales within the industry. Our initial focus is on contracting sales organizations within the western hemisphere that are well placed to market fractional ownership in our Costa Rican property.

We further intend to contract with a major luxury hotel management brand to operate the Papagayo Princess Resort & Spa Hotel and have been approached by the Wingfield Corporation, an experienced project development company based in Brussels, Belgium that is willing to assist in our search. Wingfield has further voiced a willingness to enter into a project development agreement with us that will lead to outsourcing many of our current project development activities.

Since we intend to conclude an agreement with an international luxury hotel management company in the near term and anticipate many of our outsourcing project development activities, we have reduced our own project development staff. Nonetheless, our focus will remain on developing high-end luxury hotels and resorts in emerging tourist destinations and our operations will continue to concentrate on the conceptualization, design, sales, marketing, and monitoring of our projects.

### **Results of Operations**

During the quarter ended March 31, 2009 our operations were focused on (i) satisfying continuous public disclosure requirements, (ii) developing our business model, discussions with authorities in Costa Rica intended to expedite a building permit for the Papagayo Princess Resort & Spa Hotel, (iii) negotiations with prospective project development partners, (iv) seeking additional debt or equity financing, and (v) improving operating efficiencies.

The Company has been funded since inception from equity placements and by shareholders or partners in the form of loans. All of the capital raised to date has been allocated to the development of the Papagayo Princess Resort & Spa Hotel including the purchase of the land and general and administrative costs.

#### ***Comprehensive Income/Loss***

For the period from the date of inception of development stage on January 1, 2005 until March 31, 2009 the Company incurred a comprehensive loss of \$8,750,777.

Comprehensive income for the three month period ended March 31, 2009 was \$39,741 as compared to comprehensive losses of \$927,324 for the three month period ended March 31, 2008. Our comprehensive income in the current year is primarily attributable to operating expenses of \$140,047 and interest expenses of \$41,093 that were fully offset by a positive foreign currency translation of \$221,516. The prior period's comprehensive losses were primarily due to operating expenses of \$356,606, and interest expense of \$41,609, and a negative foreign currency translation of \$527,262.

The decreases in operating expenses over the comparative periods is primarily attributable to a scaling back of employees and related expenses due to our steps toward outsourcing our project development activities. Operating expenses consist primarily of general and administrative expenses as well as sales and marketing expenses. General and administrative expenses include employee and related expenses, financing costs, accounting costs, consulting fees, leases, professional fees and costs associated with the preparation of disclosure documentation.

We did not generate any revenues during this period.

The Company expects to continue to incur losses through the year ended December 31, 2009.

### ***Income Tax Expense (Benefit)***

The Company has a prospective income tax benefit resulting from a net operating loss carryforward and start up costs that will offset future operating profit.

### ***Impact of Inflation***

The Company believes that inflation has had a negligible effect on its operations over the past three years.

### ***Capital Expenditures***

The Company expended a significant amount on capital expenditures for the period from January 1, 2005 to March 31, 2009 in connection with the purchase of land that includes a concession to build a hotel and private residence club in Costa Rica.

### ***Liquidity and Capital Resources***

The Company has been in the development stage since inception and has experienced significant changes in liquidity, capital resources, and stockholders' equity.

As of March 31, 2009 we had current assets of \$35,333 and total assets of \$9,271,282 with a working capital deficit of \$3,981,439. Our current assets consisted of \$15,748 in cash and cash equivalents, \$11,484 in prepaid expenses, and \$8,101 in other assets. Our total assets consisted primarily of property and equipment totaling \$9,234,268. We had current and total liabilities of \$4,016,772 which consisted of \$2,330,206 in advances from related parties, \$1,041,296 in accounts payable, \$532,830 for a note payable, and \$112,440 in accrued expenses. Total stockholders' equity in the Company was \$5,254,510 at March 31, 2009.

Cash flow used in operating activities was \$5,315,552 for the period from January 1, 2005 to March 31, 2009. Cash flow used in operating activities for the three month period ended March 31, 2009 was \$196,609 as compared to \$354,965 for the three month period ended March 31, 2008. The decrease in cash flow used in operating activities over the comparable periods was primarily due to a decrease in net losses from operations. We expect to increase the use of cash flow in operating activities in future periods as financing becomes available to develop our business plan.

Cash flows used in investing activities was \$7,971,907 for the period from January 1, 2005 to March 31, 2009. Cash flows provided by investing activities for the three month period ended March 31, 2009 was \$129 as compared to cash flows used in investing activities of \$7,350 for the three month period ended March 31, 2008. We expect to use cash flows in investing activities once funding becomes available for construction of the Papagayo Princess Resort & Spa Hotel.

Cash flow provided by financing activities was \$13,514,011 for the period from January 1, 2005 to March 31, 2009. Cash flow provided by financing activities for the three month period ended March 31, 2009 was \$67,102 as compared to \$572,360 for the three month period ended March 31, 2008. Cash flow provided by financing activities in the current period can be attributed to advances from related parties of \$89,134 which was partially offset by the payments on a note payable of \$22,032. We expect to continue to realize cash flow provided by financing activities as our business development plan requires additional debt or equity funding.

The Company's current assets are insufficient to conduct its plan of operation over the next twelve (12) months. We will have to seek at least \$10,000,000 in debt or equity financing over the next twelve months to fund the development of our business plan. The Company has no current commitments or arrangements with respect to, or immediate sources of funding. Further, no assurances can be given that funding is available. The Company's shareholders are the most likely source of immediate funding in the form of loans or equity placements though none have made any commitment for future investment and the Company has no agreement formal or otherwise. The Company's inability to obtain funding will have a material adverse affect in the near term on our plan of operation.

The Company does not intend to pay cash dividends in the foreseeable future.

The Company had no lines of credit or other bank financing arrangements as of March 31, 2009.

The Company had no commitments for future capital expenditures that were material at March 31, 2009 except those tied to the future construction of the Papagayo Princess Resort & Spa Hotel.

The Company has no defined benefit plan or contractual commitment with any of its officers or directors.

The Company has no current plans for the purchase or sale of any plant or equipment.

The Company has no current plans to make any additional changes in the number of its employees.

### ***Off-Balance Sheet Arrangements***

As of March 31, 2009 the Company has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that are material to stockholders.

### ***Going Concern***

The Company's auditors in their audit report for the period ended December 31, 2008 filed in our Form 10-K noted substantial doubt as to our ability to continue as a going concern as a result of accumulated losses since inception and our failure to establish profitable operations.

Our ability to continue as a going concern requires that we either realize net income from operations or obtain funding from outside sources. Since our business plan does not anticipate revenue within the next twelve months, management's plan to ensure our ability to continue as a going concern includes: (i) additional private placements of debt or equity; (ii) pre-selling fractional ownership interests in the Papagayo Princess Resort & Spa Hotel; (iii) obtaining shareholder loans; and (iv) converting existing debt to equity. Although management believes that they will be able to obtain the funding necessary for us to continue as a going concern there can be no assurances that the anticipated means for maintaining this objective will prove successful.

### ***Critical Accounting Policies***

In Note 2 to the audited financial statements for the years ended December 31, 2008 and 2007 filed in our Form 10-K the Company discusses those accounting policies that are considered to be significant in determining the results of operations and our financial position. The Company believes that the accounting principles utilized by us conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, the Company evaluates our estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. We base our estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions.

### ***Forward Looking Statements and Factors That May Affect Future Results and Financial Condition***

The statements contained in the section titled *Management's Discussion and Analysis of Financial Condition and Results of Operations* and elsewhere in this current report, with the exception of historical facts, are forward looking statements. Forward looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our anticipated financial performance and business plan;
- the sufficiency of existing capital resources;
- our ability to raise additional capital to fund cash requirements for future operations;
- uncertainties related to the Company's future business prospects;
- the ability of the Company to generate revenues to fund future operations;
- the volatility of the stock market; and
- general economic conditions.

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated, including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward-looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward-looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than as required by law.

### ***Stock-Based Compensation***

We have adopted SFAS No. 123 (revised 2004) (SFAS No. 123R), Share-Based Payment, which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. In January 2005, the Commission issued Staff Accounting Bulletin (SAB) No. 107, which provides supplemental implementation guidance for SFAS No. 123R. SFAS No. 123R eliminates the ability to account for stock-based compensation transactions using the intrinsic value method under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and instead generally requires that such transactions be accounted for using a fair-value-based method. We use the Black-Scholes-Merton ("BSM") option-pricing model to determine the fair-value of stock-based awards under SFAS No. 123R, consistent with that used for pro forma disclosures under SFAS No. 123, Accounting for Stock-Based Compensation. We have elected the modified prospective transition method as permitted by SFAS No. 123R and accordingly prior periods have not been restated to reflect the impact of SFAS No. 123R. The modified prospective transition method requires that stock-based compensation expense be recorded for all new and unvested stock options, restricted stock, restricted stock units, and employee stock purchase plan shares that are ultimately expected to vest as the requisite service is rendered beginning on January 1, 2006, the first day of our fiscal year 2006. Stock-based compensation expense for awards granted prior to January 1, 2006 is based on the grant date fair-value as determined under the pro forma provisions of SFAS No. 123. Prior to the adoption of SFAS No. 123R, we measured compensation expense for our employee stock-based compensation plans using the intrinsic value method prescribed by APB Opinion No. 25. We applied the disclosure provisions of SFAS No. 123 as amended by SFAS No. 148, Accounting for Stock-Based Compensation – Transition and Disclosure, as if the fair-value-based method had been applied in measuring compensation expense. Under APB Opinion No. 25, when the exercise price of the Company's employee stock options was equal to the market price of the underlying stock on the date of the grant, no compensation expense was recognized.

The Company has no outstanding stock options or related stock option expense as of March 31, 2009.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with SFAS No. 123 and the conclusions reached by the Emerging Issues Task Force ("EITF") in Issue No. 96-18. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services as defined by EITF 96-18.

### ***Recent Accounting Pronouncements***

In November 2008 the Emerging Issues Task Force ("EITF") issued Issue No. 08-7, *Accounting for Defensive Intangible Assets* ("EITF 08-7"). EITF 08-7 applies to all acquired intangible assets in which the acquirer does not intend to actively use the asset but intends to hold (lock up) the asset to prevent its competitors from obtaining access to the asset (a defensive asset), assets that the acquirer will never actually use, as well as assets that will be used by the acquirer during a transition period when the intention of the acquirer is to discontinue the use of those assets. EITF 08-7 is effective as of January 1, 2009. We do not expect the adoption of EITF 08-7 to have a material impact on the consolidated financial statements.

In May 2008 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 163, “Accounting for Financial Guarantee Insurance Contracts—an interpretation of FASB Statement No. 60” (SFAS 163). This Statement requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement also clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities. Those clarifications will increase comparability in financial reporting of financial guarantee insurance contracts by insurance enterprises. This Statement requires expanded disclosures about financial guarantee insurance contracts. The accounting and disclosure requirements of the Statement will improve the quality of information provided to users of financial statements. This Statement is effective for financial statements issued for fiscal years beginning after December 15, 2008, and all interim periods within those fiscal years, except for some disclosures about the insurance enterprise’s risk-management activities. This Statement requires that disclosures about the risk-management activities of the insurance enterprise be effective for the first period (including interim periods) beginning after issuance of this Statement. Except for those disclosures, earlier application is not permitted. The adoption of this statement will have no material effect on the Company’s financial condition or results of operations.

In May 2008 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 162, “The Hierarchy of Generally Accepted Accounting Principles” (SFAS No. 162). This Statement identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). The sources of accounting principles that are generally accepted are categorized in descending order of authority as follows:

- a. FASB Statements of Financial Accounting Standards and Interpretations, FASB Statement 133 Implementation Issues, FASB Staff Positions, and American Institute of Certified Public Accountants (AICPA) Accounting Research Bulletins and Accounting Principles Board Opinions that are not superseded by actions of the FASB
- b. FASB Technical Bulletins and, if cleared by the FASB, AICPA Industry Audit and Accounting Guides and Statements of Position
- c. AICPA Accounting Standards Executive Committee Practice Bulletins that have been cleared by the FASB, consensus positions of the FASB Emerging Issues Task Force (EITF), and the Topics discussed in Appendix D of *EITF Abstracts* (EITF D-Topics)
- d. Implementation guides (Q&As) published by the FASB staff, AICPA Accounting Interpretations, AICPA Industry Audit and Accounting Guides and Statements of Position not cleared by the FASB, and practices that are widely recognized and prevalent either generally or in the industry.

The adoption of this statement will have no material effect on the Company’s financial condition or results of operations.

In March 2008 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 161, “Disclosures about Derivative Instruments and Hedging Activities—an amendment of FASB Statement No. 133” (SFAS No. 161). This statement changes the disclosure requirements for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. This Statement is intended to enhance the current disclosure framework in Statement 133. The Statement requires that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. This disclosure better conveys the purpose of derivative use in terms of the risks that the entity is intending to manage. Disclosing the fair values of derivative instruments and their gains and losses in a tabular format should provide a more complete picture of the location in an entity’s financial statements of both the derivative positions existing at period end and the effect of using derivatives during the reporting period. Disclosing information about credit-risk-related contingent features should provide information on the potential effect on an entity’s liquidity from using derivatives. Finally, this Statement requires cross-referencing within the footnotes, which should help users of financial statements locate important information about derivative instruments. The adoption of this statement will have no material effect on the Company’s financial condition or results of operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required.

### **ITEM 4T. CONTROLS AND PROCEDURES**

#### ***Evaluation of Disclosure Controls and Procedures***

In connection with the preparation of this quarterly report, an evaluation was carried out by the Company’s management, with the participation of the chief executive officer and chief financial officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (“Exchange Act”)) as of March 31, 2009. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission’s rules and forms, and that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company’s management concluded, as of the end of the period covered by this report, that the Company’s disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission’s rules and forms, and such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

#### ***Changes in Internal Control over Financial Reporting***

During the period ended March 31, 2009 there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

Legal proceedings were initiated by Wimberley Allison Tong & Goo against SunVesta Projects and Management AG on November 6, 2008 in the Superior Court of the State of California, County of Orange. The claim is based on an alleged failure to satisfy the terms of a promissory note executed in exchange for certain design service rendered in connection with the Papagayo Princess Resort & Spa Hotel. The claim seeks \$354,936.56 plus accrued interest in addition to legal fees incurred in prosecuting the suit. The Company has engaged counsel and is currently in discussions with the plaintiff for the purpose of resolving this claim.

### **ITEM 1A. RISK FACTORS**

The Company's operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our operations, business, financial condition and/or operating results as well as the future trading price and/or the value of our securities.

#### **Risks Related to the Company's Business**

##### ***The Company's limited operating history; anticipated losses; uncertainty of future results.***

The Company has no operating history upon which an evaluation of our business prospects can be based. Rather, the Company's prospects must be evaluated with a view to the risks encountered by a company in an early stage of development, particularly in light of the uncertainties relating to the acceptance of its business model. We are incurring costs to develop our luxury real estate and hospitality business. There can be no assurance that we will be profitable on a quarterly or annual basis. In addition, as we expand our business operations we will likely need to increase our operating expenses and increase our administrative resources. To the extent that such expenses are not subsequently followed by commensurate revenues, our business results of operations and financial condition would be materially adversely affected.

##### ***The Company has a historical record of losses which may continue.***

The Company reported cumulative, comprehensive losses from January 1, 2005 (date of inception of development stage) until March 31, 2009 of \$8,750,777. The historical record indicates that we have not realized revenue from our efforts and cannot provide us with any certainty that revenue is forthcoming or that revenue would be sufficient to support operations. The sum of these indicators creates uncertainty as to whether we will ever transition from losses to profits. Should we continue to incur losses we would be unable to meet our working capital requirements which inability would stifle operations.

##### ***Need for additional financing.***

The Company has no revenue from operations and therefore is not able to meet operating costs. As such, we will need to raise capital within the next twelve months to implement our plan of operation. However, there can be no assurance that we will be able to raise the required capital or that any capital raised will be obtained on favorable terms. Failure to obtain adequate capital would significantly curtail the Company's business.

***Unpredictability of future revenues; potential fluctuations in the Company's operating results.***

Since we have no history of generating revenues within the niche luxury real estate market in which we intend to compete, we are unable to forecast revenues accurately. Our current and future expense levels are based largely on our own investment/operating plans and estimates of future revenue. The Company may be unable to adjust spending to compensate for any unexpected revenue shortfall or delay. Accordingly, any significant shortfall or delay in revenue in relation to our planned expenditures would have an immediate adverse affect on the Company's business, financial condition, and results of operations.

***Dependence on key personnel.***

Our performance and operating results are substantially dependent on the continued service and performance of our managers, officer, and directors. We intend to hire additional management personnel as we move forward with our business model. Competition for such personnel is intense, and there can be no assurance that we will be able to retain our key management employees, or that we will be able to attract or retain highly qualified technical personnel in the future. The loss of the services of any of our key employees or the inability to attract and retain the necessary management personnel could have a material adverse effect upon the Company's business.

***The results of the Company's operations depend on the efforts of third parties.***

Almost all of the Company's future operations will be dependent upon the efforts of third parties. Despite being leaders in their respective fields, our dependence on third parties to initiate, determine and conduct operations could impede our own prospect of success.

***Unproven acceptance of the Company's approach to offering fractional ownership of luxury real estate.***

Although the concept of fractional ownership of luxury real estate is not new to the hospitality industry, our plan of operation incorporates proven traditional elements of fractional ownership with unproven concepts yet to be offered. As a result, we do not know with any certainty whether our services and/or products will be accepted within the hospitality marketplace. If our services and/or products prove to be unsuccessful within the marketplace, such failure could materially adversely affect the Company's financial condition, operating results, and cash flows.

**Risks Related to the Company's Stock**

***The market for our stock is limited and our stock price may be volatile.***

The market for our common stock has been limited due to low trading volume and the small number of brokerage firms acting as market makers. Because of the limitations of our market and volatility of the market price of our stock, investors may face difficulties in selling shares at attractive prices when they want to. The average daily trading volume for our stock has varied significantly from week to week and from month to month, and the trading volume often varies widely from day to day.

***The Company does not pay cash dividends.***

The Company does not pay cash dividends. We have not paid any cash dividends since inception and have no intention of paying any cash dividends in the foreseeable future. Any future dividends would be at the discretion of our board of directors and would depend on, among other things, future earnings, our operating and financial condition, our capital requirements, and general business conditions. Therefore, shareholders should not expect any type of cash flow from their investment.

***We incur significant expenses as a result of the Sarbanes-Oxley Act of 2002, which expenses may continue to negatively impact our financial performance.***

We incur significant legal, accounting and other expenses as a result of the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission, which control the corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002, as discussed in the following risk factor, has substantially increased our expenses, including legal and accounting costs, and made some activities more time-consuming and costly. Further, expenses related to our compliance may increase in the future, as legislation affecting smaller reporting companies comes into effect that may negatively impact our financial performance to the point of having a material adverse effect on our results of operations and financial condition.

***Our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse effect on our stock price.***

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. If we are unable to continue to assert that our internal controls are effective, our investors could lose confidence in the accuracy and completeness of our financial reports, which in turn could cause our stock price to decline.

***The Company's shareholders may face significant restrictions on their stock.***

The Company's stock differs from many stocks in that it is a "penny stock." The Commission has adopted a number of rules to regulate "penny stocks" including, but not limited to, those rules from the Securities Act as follows:

- 3a51-1 which defines penny stock as, generally speaking, those securities which are not listed on either NASDAQ or a national securities exchange and are priced under \$5, excluding securities of issuers that have net tangible assets greater than \$2 million if they have been in operation at least three years, greater than \$5 million if in operation less than three years, or average revenue of at least \$6 million for the last three years;
- 15g-1 which outlines transactions by broker/dealers which are exempt from 15g-2 through 15g-6 as those whose commissions from traders are lower than 5% total commissions;
- 15g-2 which details that brokers must disclose risks of penny stock on Schedule 15G;
- 15g-3 which details that broker/dealers must disclose quotes and other information relating to the penny stock market;
- 15g-4 which explains that compensation of broker/dealers must be disclosed;

- 15g-5 which explains that compensation of persons associated in connection with penny stock sales must be disclosed;
- 15g-6 which outlines that broker/dealers must send out monthly account statements; and
- 15g-9 which defines sales practice requirements.

Since the Company's securities constitute a "penny stock" within the meaning of the rules, the rules would apply to us and our securities. Because these rules provide regulatory burdens upon broker-dealers, they may affect the ability of shareholders to sell their securities in any market that may develop; the rules themselves may limit the market for penny stocks. Additionally, the market among dealers may not be active. Investors in penny stock often are unable to sell stock back to the dealer that sold them the stock. The mark-ups or commissions charged by the broker-dealers may be greater than any profit a seller may make. Because of large dealer spreads, investors may be unable to sell the stock immediately back to the dealer at the same price the dealer sold the stock to the investor. In some cases, the stock may fall quickly in value. Investors may be unable to reap any profit from any sale of the stock, if they can sell it at all.

Shareholders should be aware that, according to Commission Release No. 34-29093 dated April 17, 1991, the market for penny stocks has suffered from patterns of fraud and abuse. These patterns include:

- control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;
- excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

## **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

On May 8, 2009 the Company entered into a subscription agreement with Forster Handels AG for the sale of 1,000,000 shares of its common stock for \$0.30 per share pursuant to the exemptions provided under Section 4(2) and Regulation S of the Securities Act of 1933, as amended ("Securities Act").

The Company complied with the exemption requirements of Section 4(2) of the Securities Act based on the following factors: (1) the issuance was an isolated private transaction that did not involve a public offering; (2) there was one offeree who was issued shares for cash consideration; (3) the offeree committed to hold its stock; (4) there have been no subsequent or contemporaneous public offerings of the stock; (5) the stock has not been broken down into smaller denominations; and (6) the discussions that lead to the subscription agreement took place directly between the offeree and the Company.

The Company complied with the requirements of Regulation S by having directed no offering efforts in the United States, by offering common shares only to an offeree who was outside the United States at the time of the offering, and ensuring that the entity to whom the common shares were issued was a non-U.S. person with an address in a foreign country.

## **ITEM 3. DEFAULTS ON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Index to Exhibits on page 25 of this Form 10-Q, and are incorporated herein by this reference.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

*SunVesta, Inc.*

*Date*

/s/ Josef Mettler

May 13, 2009

By: Josef Mettler

Its: Chief Executive Officer, Chief Financial Officer, Principal  
Accounting Officer and Director

## EXHIBITS

<i>Exhibit</i>	<i>Description</i>
3(i)(a)*	Articles of Incorporation (incorporated by reference from the Form 10-SB filed with the Commission on December 31, 1999).
3(i)(b)*	Amended Articles of Incorporation (incorporated by reference from the Form 10-KSB filed with the Commission on April 9, 2003).
3(i)(c)*	Amended Articles of Incorporation (incorporated by reference from the Form 10-QSB filed with the Commission on November 17, 2003).
3(i)(d)*	Amended Articles of Incorporation (incorporated by reference from the Form 8-K filed with the Commission on September 27, 2007).
3(ii)(a)*	Bylaws (incorporated by reference from the Form 10-SB filed with the Commission on December 31, 1999).
3(ii)(b)*	Amended Bylaws (incorporated by reference from the Form 10-QSB filed with the Commission on November 17, 2003).
10(i)*	Securities Exchange Agreement and Plan of Exchange dated June 18, 2006 between the Company and SunVesta AG (formerly ZAG Holdings AG) (incorporated by reference from the Form 8-K filed with the Commission on June 21, 2007).
10(ii)*	Purchase and Sale Agreement between ZAG Holding AG and Trust Rich Land Investments, Mauricio Rivera Lang dated May 1, 2006 for the acquisition of Rich Land Investments Limitada.
10(iii)*	Debt Settlement Agreement dated September 28, 2007 with Evelyne Bucher (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(iv)*	Debt Settlement Agreement dated September 28, 2007 with Erdogan Gu̇kuman (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(v)*	Debt Settlement Agreement dated September 28, 2007 with Isik Hidir (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(vi)*	Debt Settlement Agreement dated September 28, 2007 with Elvan Tekin (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(vii)*	Debt Settlement Agreement dated September 28, 2007 with Nurhan Tokay (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(viii)*	Debt Settlement Agreement dated September 28, 2007 between the Company and Ismail Tokay.
10(ix)*	Debt Settlement Agreement dated September 28, 2007 between the Company and Huseyin Tokay.
10(x)*	Debt Settlement Agreement dated September 28, 2007 with Turan Tokay (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(xi)*	Debt Settlement Agreement dated September 28, 2007 with Turan Tokay (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
10(xii)*	Debt Settlement Agreement dated September 28, 2007 with Hans-Jorg Hartmann (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).

- 10(xiii)\* Debt Settlement Agreement dated September 28, 2007 with the Tremula Group Ltd. (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xiv)\* Debt Settlement Agreement dated September 28, 2007 with Integra Holding AG (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xv)\* Debt Settlement Agreement dated September 28, 2007 with Zypam Ltd. (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xvi)\* Debt Settlement Agreement dated September 28, 2007 with Zypam Ltd. (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xvii)\* Debt Settlement Agreement dated September 28, 2007 with Zypam Ltd. (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xviii)\* Debt Settlement Agreement dated September 28, 2007 with HTV Atkiengesellschaft (incorporated by reference from the Form 8-K filed with the Commission on October 9, 2007).
- 10(xix)\* Debt Settlement Agreement dated September 29, 2008 with Zypam Ltd. (incorporated by reference from the Form 10-Q filed with the Commission on November 13, 2008).
- 10(xx)\* Debt Settlement Agreement dated April 21, 2009 between the Company and Zypam, Ltd. (incorporated by reference from the Form 8-K filed with the Commission on April 30, 2009).
- 14\* Code of Ethics adopted March 1, 2004 (incorporated by reference from the 10-KSB filed with the Commission on April 14, 2004).
- 21\* Subsidiaries of the Company (incorporated by reference from the 10-K filed with the Commission on April 9, 2008).
- 31 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Incorporated by reference to previous filings of the Company.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Josef Mettler, certify that:

1. I have reviewed this report on Form 10-Q of SunVesta, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: May 13, 2009

/s/ Josef Mettler  
Josef Mettler  
Chief Executive Officer and Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002

In connection with the report on Form 10-Q of SunVesta, Inc. for the quarterly period ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof, I, Josef Mettler, do hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) This report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this report fairly represents, in all material respects, the financial condition of the registrant at the end of the period covered by this report and results of operations of the registrant for the period covered by this report.

Date: May 13, 2009

/s/ Josef Mettler

Josef Mettler

Chief Executive Officer and Chief Financial Officer

This certification accompanies this report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the registrant and will be retained by the registrant and furnished to the Securities and Exchange Commission or its staff upon request.